# **EXHIBIT A**

EAFE

Benchmark used: S&P 500 & LBGC Bond Index Performance net of fees / commissions ? . . . . No Performance includes cash reserves? . . . No Performance in compliance w / AIMR ? . . . . No Leverage used? ..... No Performance audited? . . . . No Account weighting ... Size Weighted
How are periods linked? ... Geometrically

# **BPI Global Asset** Management

1900 Summit Twr Blvd. Suite 450.

Phone: 407 660-6100 407 667-5776

Orlando FL 32810

Marketing contact: Ryan Burrow

Type of organization:

Independent Investment Advisor Registered Investment Advisor

Fully Compliant with AIMR Perf. Pres. Standards

Year founded: 1997

Assets managed: \$3,833.5 million

#### 1. Introduction:

BPI Global Asset Management was established on March 31, 1997 as an investment management firm providing global and international investment products to Pensions, Endowments, Foundations and Mutual Funds in the US and Canada. The primary portfolio managers have been working together since April 1992. BPI Financial Corporation through its subsidiary owns 50% (economic and voting) of BPI Global Asset Management. Senior Management at BPI Global Asset Management controls 50% of the voting power through the term of its partnership agreement with BPI Financial Corporation. BPI Global Asset Management is completely autonomous and independent in its day to day investment operations.

#### 2. Affiliations/Ownership:

Originally, BPI Global Asset Management (BPI) was owned 51% by BPI Financial Corporation (BPC) and 49% by BPI management. BPI Financial Corporation was a Canadian mutual fund company listed in the Toronto Stock Exchange. As consideration for its 51% ownership interest in the partnership, BFC guranteed BPI a minimum of \$500 million in assets under management for a period of 5 years. In May of 1999, BPI management and BFC agreed to extend the advisory relationship (guaranteed \$500 million in AUM) from a five-year to a fifteen-year term. As part of the transaction, BFC purchased an additional 15% interest in BPI. This transaction did not allow the real-out of the heard of the research. transaction did not alter the makeup of the board or the voting rights in the partnership. In August of 1999, BFC merged with another publicly traded Canadian mutual fund company, C.I. fund management Inc.

Percentage owned:	by active employeesby minoritiesby women and/or minorities	
3. Key executives:		

Daniel R. Jaworski..... Managing Director, Co-Founder & Portfolio Manager (Age 38;Exp. 14;w/Firm 5)

...Chief Investment Officer ...Director of Research

Ryan Burrow..... President/Marketing & Client Services ...Director of Marketing (Age 43;Exp. 20;w/Firm 5)

4. Investment strategies:

 Value **Equities:** Social Screening

• Large-cap

 Quantitative Fixed Income:

• Fixed Inc. (non-spec.)

Balanced:

• Hedging

5. Investment vehicles used:

**Equities:** U.S. Common Stocks

Non-U.S. Stocks

ADRs

• Non-U.S. Fixed Inc.

Fixed Income:

Cash/Equivalents

U.S. Fixed Income

Other Classes:

• Futures/Options

### 6. Geographic regions invested in:

N. America:

United States

Global

 Global Emerging Mkts 7. Research sources:

In-house: 90% Street research: 10%

In-nouse: 90 % Street rescarct. 10 %	
Number of companies followed regularly	300
No Long of broker / dealers used regularly	. 50
Trades directed through a broker affiliate?	No
Commissions directed for clients?	Yes
Commissions directed for clients	No
Does firm accept wrap accounts ?	

#### 8. Decision-making process:

Primary Structure: Centralized (homogenous portfolios)

BPI represents a different approach to international investing. The international department consists of a handful of talented portfolio managers and analysts. The team is well equipped with some of the most advanced information systems and street research available. These resources are used to institute a consistent investment philosophy that deviates from the mainstream. BPI provides an alternative to average international equity exposure. The portfolio manager has the flexibility to consistently apply a buy/sell discipline in a constantly changing environment. BPI believes opportunity for international equity exposure with specific fundamental characteristics. Dan Jaworski is the lead portfolio manager on this product and he is responsible for each decision made as part of the investment process. Pablo Salas acts as a backup portfolio manager (international) and also provides research in developing markets at Dan's discretion.

## 9. Assets under management / Institutional clients:

	Total Assets	# of Inst'l	Avg Inst'l	Median Inst'l Acct Size (\$ mil.)
Date	Mgd(\$ mil.)	<u>Clients</u>	Acct Size (\$ mil.)	
12/2001	3,833.5	95	40.4	22.2
12/2000	4,627.3	43	20.9	12.5
	-,	27	28.2	21.3
12/1999	3,592.0			22.2
12/1998	1,196.0	11	22.4	
12/1997	767.0	8	17.0	8.0

Institutional clients gained / lost last 12 months: Lost: 1

Gained: 25

## Assets managed by client category/Largest accounts:

	#Clients	Assets (\$ mil.)
Corp. retirement funds	27	638.2
Public funds	1	55.2
Unions (Taft-Hartley)	. 8	96.1
Found., endow., assns.	16	201.3
Commingled funds	4	103.8
General insurance accounts	6	100.1
Mutual funds	18	2,551.9
Individuals: IRAs & other	6	10.6
	7	46.8
Wrap Program	,	29.6
Operating	<del></del>	

Assets under management of largest separate accounts:

3) \$ 57.2 million 2) \$ 74.2 million \$ 98.1 million

### 11. Tax exempt and taxable assets:

Total assets managed - Tax exempt clients	\$1,020.5	mıl.
Total assets managed - Taxable clients	\$2.813.0	mil.
Total assets managed - Taxable Clients	·	

#### 12. Assets managed by class:



Equities: 40% 39.96% Actively managed - international equities (\$ 1531.8 mil)

Other Asset Classes: 60%

45.95% Global Equity (\$ 1761.5 mil)

0.56% Emerging Market Equity (\$ 21.6 mil)

13.53% Other (\$ 518.6 mil)

#### 15 Professional staff:

15. 110165515112		
Professional staff by category:		
Equity portfolio managers		3
Equity analyses	4	7
Equity traders		4
Marketing / Client service		1
Operations / Administrative		ö
Other professionals		2
Total professionals	2	2
A process of accounts per portfolio manager.		

# 16. Investment products offered:

Non-U.S./Global Equity Product	S	1
		à

• BPI - INTERNATIONAL EQUITY	
Assets under management	. \$1,531.8 mil.
Number of clients	. 67
Investment vehicle(s)	. Separate Accounts
Year first offered	. 1997
Portfolio manager(s)	. Daniel R. Jaworski (1997), Pablo Sala

(1997)

#### Classification: Geographic mandate..... EAFE

. Equity-Value
. Bottom-up
. Large-cap (over \$5 billion)
Fully invested (max. 10% cash)
. No
. If client requests
. Yes, 40.0%

Portfolio characteristics:

Capitalization..... Greater than Market Earnings growth...... Greater than Market Dividend yield...... Close to Market Price / earnings ratio..... Less than Market Risk (beta)..... Less than Market Return on equity..... Greater than Market Average number of issues......80 - 120

#### Investment approach:

#### 1. Bottom-up

BPI's investment approach is value oriented, bottom-up discipline focusing on quality, financially productive companies that are under

valued within their global industry group.

BPI's discipline seeks to identify securities that have a sustainable competitive advantage in their relative industry, regardless of the location of their corporate headquarters. Geographic boundaries are crossed and relative comparisons are drawn along industry benchmarks, not regional fluctuations. The philosophy avoids an intense focus on predicting the economic and market conditions of various regions. Instead, the firm focuses on securities with attractive return on equity, shareholder oriented managers, and strong capital structure characteristics. Following the quality screen, bottom-up analysis determines the relative value of securities to their peers. Quantitative comparisons identify leading companies within different industries that have the potential for appreciation of capital value. Securities that meet the quality and valuation qualifications are then analyzed to ensure the ability to sustain the corporation's competitive advantage. Portfolio managers employ fundamental analysis to confirm the company's story and verify their potential to achieve earnings expectations. Portfolio managers visit directly with management at corporations in which they invest. The results from this type of stock selection process leads to a diverse, high quality portfolio of companies in a variety of industries and geographic regions.

BPI will invest in all investable markets when securities in those markets meet the investment criteria. Maximum security weight: 5%. Maximum country weight: 5% in any one developing market. Maximum aggregate developing market exposure: 20%. Maximum industry weight: 2X the MSI EAFE Index. BPI does not attempt to time the market. Any cash in the portfolio is a residual result of the buy/sell discipline. Cash should not exceed 10% and usually averages less than 4%.

#### Largest holdings:

- 1) Kingfisher 2) Vodafone Group
- 3) Royal Dutch Petroleum
- ING Groep 4)
- 5) British American Tabacco
- GlaxoSmithKline
- Total Fina Elf SA
- Rueckuersicherungs 8)
- Nestle SA

#### 10) Schering

ınt Size	\$1 mil.	\$5 mil.	\$10 mil.	\$20 mil.	\$50 mil.	\$100 mil
	0.80%	0.80%	0.80%	0.80%	0.68%	0.59%

Performance-based fees offered ?	No
Minimum Investment Account Size	\$10 mil.
Minimum Annual Fee	\$80,000

#### Performance:

Fees:

<u>Accou</u>

All fully discretionary, separately managed portfolios.

Assets represented in composite/fund: \$1,069.9 million (0.0 % of total) Portfolios in composite/fund: 52

2001 quarterly rates of return (%)

4th atr 3rd atr 2nd atr	<u>lst qtr</u>
	-18.85

Annual rates of return (%)

<u>2001</u>	2000	1999	1998	1997	<u> 1996</u>
-22.52	-15.95	55.98	23.07	27.25	22.08

Annualized rates of return (%)

3 years	5 years
0.51	9 72

Benchmark used: MSCI EAFE Index

Performance net of fees/commissions?	(es
Performance includes cash reserves?	(es

Performance in compliance w/AIMR?..... Yes, since 2/95

Leverage used?......No

Performance audited? ...... Yes, Deloitte & Touche LLP 

Account weighting ...... Size Weighted 

#### **U.S. Balanced Products**

#### Non-U.S./Global Balanced Products

#### 17. Representative client listing:

Claude Worthington Benedum Fdn(2001)	Equities - EAFE-\$9.6 Mil.
Centra Health(1999)	
Cone Mills Corporation(2001)	Equities - EAFE-\$3.6 Mil.
Dillon Foundation(1999)	
Farmland Industries(1997)	
GATX Corp.(1998)	
Generali - US Branch(2000)	
Hamline University(1999)	
Intermountain Health Care(2000)	
Lake Forest College(2001)	
L.A. Fire & Police Pension(2001)	
Loyola University of Chicago(1999)	
Major League Baseball Benefit Plan(2001)	
University of North Dakota(1999)	
SKF USA Inc.(1997)	
Tuckpointers, Local #52(2001)	

# **EXHIBIT B**

## Buy-Side Institution Search > Search Results > Institution Profile

Kleinheinz Capital Partners, Inc.

201 Main St., 20th Fl. Fort Worth, TX 76102- United States

Phone: 817-348-8100 Fax: 817-348-8010

Reported Equity Assets (U.S. \$B): 0.624 🔯 bigdough Equity Assets (U.S. \$B): 0.258 El bigdough Total Assets (U.S. \$B): 0.258

Inst. Qtr. Commissions: \$607,952

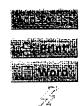
@0,05/Share

(This Institution manages hedge funds)

Add: Intelligence | Activity | Calendar Item

Institution Type: Hedge Fund Manager Market Cap: Small-Cap, Mid-Cap Styles: Value and Short Selling

Average P/E: Low Average Yield: Medium Portfolio Turnover: High Asset Allocation: 100% Stocks



Top Ten Holdings Current Holdings Historical Holdings Funds Managed

RIMM RESEARCH IN MOTION LTD COM LUKOY LUKOIL HOLDINGS ADR EYE VISX INC (DEL) COM

XMSR XM SATELLITE RADIO HOLDINGS CL A

EBAY EBAY INC COM

VZ VERIZON COMMUNICATIONS INC COM VIP VIMPEL COMMUNICATIONS OJSC ADR TCP TELESP CELULAR PART ADR PED BLS BELLSOUTH CORP COM

SBC SBC COMMUNICATIONS INC COM

Top 10 Industries	Legend:	new	Increased	decreased	] unchanged
Industry Name		% Port.	Chg.	Value	Value Change
Telecommunications Equ	ipment	12.49%	<23.63%>	\$77,883,196	< 24,101,800>
Integrated Oil		9.89%	6.56%	\$61,674,525	3,795,250
Medical Specialties		7.39%	5.12%	\$46,080,450	2,244,386
Major Telecommunication	ns	7.23%	349.36%	\$45,064,650	35,035,925
Wireless Telecommunica	itions	7.03%	3.01%	\$43,831,563	1,280,150
Oil & Gas Production		5.85%	<13.73%>	\$36,473,281	< 5,806,654>
Specialty Telecommunic	ations	4.21%	<2.42%>	\$26,237,106	< 650,997>
Other Consumer Service		3.93%	5.13%	\$24,490,350	1,194,800
Property/Casualty Insura	ince	2.86%	<7.64%>	\$17,854,550	< 1,476,000>
Discount Stores		2.85%	0.00%	\$17,781,340	17,781,340

#### Overview

Kleinhelnz Capital Partners (KCP) manages the Global Undervalued Securities Fund, L.P., an offshore hedge fund.

Strategy

The firm invests across all market caps to find undervalued U.S. stocks and ADRs with what it believes to be superior earnings growth potential. KCP also uses top down analysis to determine attractive markets and risk/reward models to build portfolios. The firm uses leverage, futures, and options, and invests both long and short. Kleinheinz can also invest up to 10% of its capital in private transactions such as venture capital or bridge loans.

Supplemental Information

Kleinheinz Capital Partners, LDC is the general partner of the Global Undervalued Securities Fund, L.P. The fund's administrator is International Fund Administration Limited. Merrill Lynch serves as the firm's prime broker and the fund's custodian. KPMG Peat Marwick, LLP is the auditor for the Global Undervalued Securities Fund, L.P. The fund, which is domiciled in Bermuda, was launched on February 1, 1996. KCP is affillated with Bass Brothers/Taylor & Company. The firm prefers to initiate outside contact.

Recent bigdough Actions Mail	intelligence	Activities	To-Dos	Calendar	Results	<u>Fundş</u> Managed	institution Staff	NEW MyRadar
5 Staff Record(s)	View All	inata inata						Add MyRecord

Staff Person

Coverages

Market Cap

Contact Information

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